

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF COLUMBIA

RECEIVED  
NOV 06 2000  
Judge  
THOMAS F. HOGAN

In re: Vitamins Antitrust Litigation

MDL No. 1285

This document relates to:

ALL CLASS ACTIONS

Misc. No. 99-0197 (TFH)

FILED

NOV 17 2000

EMILY MAYER-WHITTINGTON, CLERK  
U.S. DISTRICT COURT

**ORDER ON PLAINTIFFS' MOTION FOR PARTIAL  
DISTRIBUTION OF VITAMIN PRODUCTS SETTLEMENT FUND**

The Court has approved the Settlement Agreement with a number of defendants in this action.

Under the terms of the Settlement Agreement, Final Approval has occurred.

Settlement payments have been made and they have been invested and earning interest for the benefit of the Settlement Class ("the Settlement Fund") and will continue to be invested and earn interest for the benefit of the Settlement Class until final distribution of the Settlement Fund to the claimants with approved claims.

The Court retained jurisdiction over certain matters, including all matters relating to the administration of the settlements and their terms, which include the distribution of the Settlement Fund.

Proof of Claim forms have been filed by Settlement Class Members and have been reviewed and analyzed by Heffler Radetich & Saitta L.L.P. and Urbach Kahn & Werlin PC ("Claims Administrator") under the direction of plaintiffs' class counsel to ensure completion of the claims and documentation of each claimant's right to participate in the Settlement Fund.

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Because the settling defendants were able to provide information concerning purchases of Vitamin Products which claimants could opt to accept, in whole or in part, there are a number of claims which could be verified without extensive auditing.

Review and analysis of certain Vitamin Products claims are continuing, as is analysis of the claims against the Choline Chloride Settlement Fund.

The Court has reviewed the procedures taken thus far in the claims procedure and administration of the settlements as described in Class Plaintiffs' Motion, and has considered the recommendations of the Claims Administrator and Class Plaintiffs' Counsel concerning the partial distribution of the Settlement Fund to all claimants whose claims have been determined to be at least partially valid.

The Court has considered the matters presented and all papers filed with respect to such matters and now finds it appropriate to order that, after certain approved payments, the Settlement Fund be distributed in part to certain approved claimants.

No opposition to this distribution has been submitted.

NOW, THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED  
THAT:

1. The procedures used and actions taken by the Claims Administrator and Class Plaintiffs' Counsel, as described in Class Plaintiffs' Motion, for administration of the settlement and claims procedure are hereby adjudged to have thus far been proper and complete, and the administrative determinations of the Claims Administrator accepting in part claims filed in this matter are approved.

2. No Vitamin Products claims received after November 3, 2000 shall be accepted by the Claims Administrator, unless there are mitigating circumstances.

3. Any taxes due to the Internal Revenue Service shall be paid from the Settlement Fund before its partial distribution to approved claimants, or the Claims Administrator shall withhold monies from distribution pending any future tax payments the Claims Administrator may determine are necessary.

4. Costs of \$344,105.62 are awarded to pay the fees of the Claims Administrator as administrator and auditor of the notice and claims process through June 2000.

5. A partial payment shall be made to all Settlement Class Members whose claims have been recommended for approval, notwithstanding that some of those claims or the documentation for them may have been filed after certain prior deadlines.

6. Within three business days of the date of this order, the Escrow Agent is ordered to transfer half of the Vitamins Product Settlement Fund Escrow Account to each of SunTrust Bank and Riggs Bank, pursuant to directions from co-lead counsel.

7. After the payments named in Paragraphs 3 and 4 and any other Court-approved payments (to Plaintiffs' Counsel, the Claims Administrator or any other entity), have been completed, the Vitamins Product Settlement Fund, in the amount of \$140,071,959 shall be distributed to the Settlement Class Members whose claims were determined (through November 3, 2000) to be wholly or partially complete and recommended for approval and payment by the Claims Administrator, and each claimant shall receive a portion of his/her/its pro rata share of the Settlement Fund calculated by the Claims Administrator, based on his/her/its recognized losses as calculated under the Plan of Distribution.

8. The Court directs that all monies remaining after the distribution of \$140 million be set aside pending resolution of the auditing process as a whole and to cover any outstanding taxes and administrative costs.

9. The approved partial distribution shall be made as soon as reasonably possible. The Claims Administrator is authorized to prepare checks consistent with its determinations pursuant to paragraph 7 above.

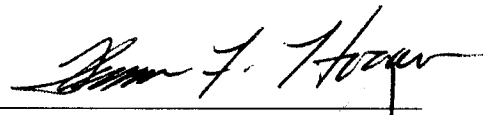
10. The checks for this distribution shall bear the notation "Non-Negotiable After 120 Days," and no checks shall be negotiated in the Settlement Fund more than 140 days after the date of the checks.

11. All parties and Class Plaintiffs' Counsel and their agents are released from any liability in connection with the processing of the Proofs of Claim and the interim distribution of the Settlement Fund except for any proven gross or willful misconduct.

12. Class Plaintiffs' Counsel shall confirm to the Court that all procedures set forth above for distribution have been followed, within 30 days after the distribution.

13. The Court reserves jurisdiction over all matters relating to further distribution of the Settlement Fund, ~~administration~~ and consummation of the terms of the settlements.

Dated: November 7<sup>th</sup>, 2000

  
THOMAS F. HOGAN  
United States District Judge